

CAPFA RESOLUTION NO. 2025-05

A RESOLUTION PROVIDING FOR CERTAIN INITIAL MATTERS REGARDING THE ISSUANCE OF UTILITY SYSTEM REVENUE BONDS BY THE CAPITAL PROJECTS FINANCE AUTHORITY (THE "ISSUER") IN AN ORIGINAL AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$47,500,000 THE PROCEEDS FROM THE SALE OF WHICH WILL BE USED PRINCIPALLY TO FINANCE AND REFINANCE THE COST OF ACQUISITION, CONSTRUCTION IMPROVING AND EQUIPPING OF CERTAIN UTILITY SYSTEM IMPROVEMENTS LOCATED WITHIN DUVAL COUNTY, FLORIDA AND OWNED BY FIRST COAST REGIONAL UTILITIES, INC.; PROVIDING AN EXPRESSION OF OFFICIAL INTENT FOR PURPOSES OF REIMBURSEMENT; PROVIDING CERTAIN OTHER DETAILS WITH RESPECT THERETO; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Capital Projects Finance Authority (the "Issuer") is a legal entity duly created and is a public body corporate and politic and a public instrumentality duly organized and existing under the laws of the State of Florida (the "State") and particularly Ordinance No. 214 enacted on September 23, 1993 by the City of Moore Haven, Florida (the "City") as amended from time to time (the "Ordinance"), Chapter 159, Florida Statutes, as amended, and other applicable provisions of law (collectively, the "Act"); and

WHEREAS, First Coast Regional Utilities, Inc. a for-profit corporation duly organized and existing under the laws of the State of Florida, and its affiliates (the "Borrower") has requested financial assistance from the Issuer for the purpose of financing or refinancing, including through reimbursement, the acquisition, improvement, renovation, furnishing, construction and equipping of the Project (as hereinafter defined); and

WHEREAS, the Issuer has been requested by the Borrower to assist the Borrower by undertaking an issuance of bonds and making a loan from the proceeds of which will be used: to (A) finance and refinance the cost of the design, permitting, acquisition, construction and equipping of wastewater collection, pumping and treatment facilities, potable water production, treatment, storage and distribution facilities, reclaimed water disinfection, transmission and distribution facilities, and administrative and service facilities, all related to a new utility system to provide services to "301 Villages" generally located south of Interstate 10 and west of U.S. 301 in western Duval County, Florida (the "Project"); (B) fund capitalized interest on the Bonds; (C) fund one or more debt service reserve funds for the Bonds (as defined below); and (D) pay all or a portion of certain costs associated with the costs of issuance of the Bonds; and

WHEREAS, the Borrower is currently working to structure matters properly in order to finance the Project and has made its initial preparations for the financing including a presentation to the Issuer; and

WHEREAS, the City Council of the City of Jacksonville, Florida will be requested to enter into an interlocal agreement to grant the Issuer, as a joint exercise of powers, the authority to issue the Bonds to finance and refinance the costs of the Project; and

WHEREAS, the Issuer desires to indicate its initial willingness to issue its not to exceed \$47,500,000 aggregate principal amount of Utility System Revenue Bonds (First Coast Regional Utilities Project), Series 2025 (the "Bonds") for the purpose of financing or refinancing, including through reimbursement, the Project; and

WHEREAS, the Borrower is authorized by law to enter into agreements to pay from legally available funds of the Borrower sufficient moneys to the Issuer to repay the Bonds with interest and other charges.

BE IT RESOLVED by the members of the Capital Project Finance Authority, that:

SECTION 1. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the provisions of the Act, and other applicable provisions of law.

SECTION 2. FINDINGS. Based upon materials presented and the presentation provided by the Borrower and its consultants, it is hereby found, ascertained, determined and declared that:

(A) Due to the location of the Project generally located south of Interstate 10 and west of U.S. 301 in western Duval County, Florida (the "Project Location"), the Issuer has requested the City Commission (the "Commission") of the City of Jacksonville, Florida enter into an interlocal agreement to grant the Issuer, as a joint exercise of powers, the authority to issue the Bonds to finance and refinance the costs of the Project within the County; and

(B) The Borrower is a Florida for-profit corporation duly organized and existing under the laws of the State of Florida; and

(C) The Project will be operated by the Borrower as sewer system improvements including collection, pumping and treatment facilities, reclaimed water disinfection, transmission and distribution facilities, waterworks system improvements including potable water production, treatment, storage and distribution facilities, and administrative and service facilities, constituting sewer system, waterworks facilities and pollution control facilities under the Act; and

(D) The Borrower has informed the Issuer of its intent to finance the Project, and has made a request to the Issuer to finance such Project through the issuance of revenue bonds for the Project; and

(E) The Borrower has requested the Issuer exercise its powers to issue revenue bonds, pursuant to the Act, for the purpose of financing or refinancing, including through reimbursement, the Project; and

(F) In order to promote development and the economic growth of the City and the industrial economy of the State, to increase opportunities for gainful employment through better education, to advance and improve the economic prosperity and the general welfare of the State and its people, it is desirable that the Issuer provide for a statement of its initial intent to

undertake the issuance and sale of the Bonds and that the Issuer use the proceeds thereof to pay any "cost" (as defined in the Act) of the Project; and

(G) The Issuer is willing to and does herein authorize the financing of the Project for the Borrower from proceeds of the sale of its revenue bonds, and to loan the proceeds to the Borrower, such loan to be payable by the Borrower in installments sufficient to pay the principal of, premium (if any), interest and other costs due on such revenue bonds when and as the same become due; and

(H) The Borrower has shown that the Project will help to fill the need for water and sewer utility facilities in the Project Location and will constitute "waterworks system," "sewer system" and "pollution control" facilities as identified in Chapter 159, Florida Statutes; and

(I) Based on information provided by the Borrower, the Project will make a significant contribution to the economic growth of in Duval County, will preserve gainful employment and the general health and welfare of the State and its people and will serve a public purpose by providing access to potable water and wastewater collection and treatment facilities in Duval County; and

(J) The Issuer finds, based upon representations of the Borrower, that the City will be able to continue to cope satisfactorily with the impact of the Project and is able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that will be necessary for the construction, operation, repair and maintenance for the Project and on account of any increase in population or other circumstances resulting therefrom; and

(K) It is believed essential by the Borrower that the financing of the Project commence at the earliest practical date, and it is necessary to secure the authority from the City to finance the Project prior to making financial commitments therefor without satisfactory assurances from the Issuer that, upon satisfaction of all requirements of law and upon satisfying any requirement for the sale and placement of the Bonds and satisfaction of any requirements of the City and the Issuer and other conditions to be met by the Borrower, the Bonds will be issued and sold and the proceeds thereof will be made available to finance the Project, to the extent of such proceeds; and

(L) Based solely upon representations of the Borrower, the Borrower is financially responsible and fully capable and willing to fulfill its obligations under the proposed financing agreement, including the obligation to make installment payments on the loan for the Project financed with the proceeds of the sale of the Bonds in the amount and at the times to be required by such agreement; the obligation to operate, repair and maintain such Project at its own expense; and to serve the purpose of the Act and other responsibilities to be imposed under a financing agreement or other bond documents, due consideration having been given to various factors determinative of the financial capability of the Borrower; and

(M) The Bonds shall and will be payable from the revenues and proceeds derived by the Borrower and will not constitute a debt, liability or obligation of the Issuer, the City, the State, or of any political subdivision thereof; the Issuer shall not be obligated to pay the same nor interest, premiums (if any) or costs thereon except from the revenues and proceeds pledged therefor, and neither the faith and credit nor the taxing power of the City, the State, or of any

political subdivision thereof will be pledged to the payment of the principal, premium (if any), interest, or costs due pursuant to or under such Bonds.

SECTION 3. INTERLOCAL AGREEMENT. The Issuer hereby authorizes and directs the Chairperson or the Vice Chairperson to execute the Interlocal Agreement, and the Secretary to attest the same, and to deliver the Interlocal Agreement to the City for execution. The Interlocal Agreement shall be in substantially the form attached hereto as Exhibit A, with such changes, amendments, modifications, omissions and additions as may be approved by such Chairperson or Program Administrator. Execution by the Chairperson or the Vice Chairperson of the Interlocal Agreement shall be deemed to be conclusive evidence of approval of such changes.

SECTION 4. OFFICIAL INTENT. This Resolution is an "initial resolution" and is the Issuer's declaration of "official intent" within the meaning of the Act and official action toward issuance of the Bonds for purposes of Sections 103 and 141 through 150 of the Code, and the regulations promulgated thereunder, including, but not limited to Section 1.103-18, as amended.

SECTION 5. BOND ALLOCATION. Upon preliminary approval of the Bonds by the Issuer, the Chairperson, Vice Chairperson, or Program Administrator are hereby authorized to execute all necessary documents for obtaining and preserving an allocation from the State economic development allocation pool for the issuance of the Bonds pursuant to Part VI, Chapter 159, Florida Statutes.

SECTION 6. REPEALING CLAUSE. All resolutions or orders and parts thereof in conflict herewith, to the extent of such conflicts, are hereby superseded and repealed.

[Remainder of Page Intentionally Left Blank]

SECTION 7. EFFECTIVE DATE. This resolution shall be effective immediately upon its adoption.

Passed and adopted at a meeting of the Capital Projects Finance Authority held on the 4th day of February 2025.



**CAPITAL PROJECTS FINANCE
AUTHORITY**

By: Marcus Decker
Name: Marcus Decker
Title: Chairman

ATTEST:

By: Ashley Wills
Name: Ashley Wills
Title: Secretary

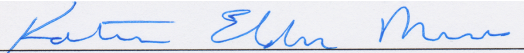
STATE OF FLORIDA:
COUNTY OF OKEECHOBEE:

Before the undersigned authority personally appeared **Katrina Elsen Muros**, who on oath says that she is **Editor in Chief** of the **Lake Okeechobee News**, a weekly newspaper published in **Okeechobee County, Florida**; that the attached copy of advertisement, being a **Public Notice** in the matter of

Public Notice

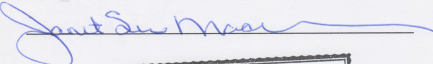
in the **19th Judicial District of the Circuit Court of Okeechobee County, Florida**, was published in said newspaper in the issues of or by publication on the newspaper's website, if authorized, on Lake Okeechobee News: 1/22/2025
 LakeONews.com: 1/22/2025, 1/23/2025, 1/24/2025, 1/25/2025, 1/26/2025, 1/27/2025, 1/28/2025, 1/29/2025, 1/30/2025, 1/31/2025

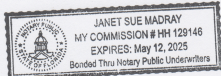
Affiant further says that the newspaper complies with all legal requirements for publication in Chapter 50, Florida Statutes.



 Katrina Elsen Muros

Sworn to and subscribed before me by means of
 Physical Presence **Online Notarization**
physical presence or online notarization, this
 1/22/2025





CAPITAL PROJECTS FINANCE AUTHORITY
NOTICE OF PUBLIC HEARING

For purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "IRC"), notice is hereby given that the Capital Projects Finance Authority (the "CaPFA") will hold a public hearing on Thursday, January 30, 2025, at 10:00 a.m. EST as soon thereafter as practicable. In accordance with Internal Revenue Service Revenue Procedure 2022-20, this public hearing will be held by telephone conference. Interested persons are encouraged to attend the telephone conference using the following instructions:

TELEPHONE CONFERENCE INSTRUCTIONS:
TOLL-FREE DIAL IN NUMBER: 1-800-719-6100
PASSCODE: 7584552

The public hearing is being conducted for the purpose of receiving comments and hearing discussion concerning the proposed adoption by the CaPFA of a resolution approving the issuance by the CaPFA of an aggregate principal amount not to exceed \$47,500,000 of its Utility System Revenue Bonds (First Coast Regional Utilities Project), in multiple tranches, series or subseries of tax-exempt and taxable bonds (collectively, the "Bonds") pursuant to a common plan of finance. The proceeds of the Bonds will be loaned by the CaPFA to First Coast Regional Utilities, Inc., a for profit corporation duly organized and existing under the laws of the State of Florida, and its affiliates (collectively, the "Borrower").

The Borrower will use the proceeds of the Bonds to: (A) finance and refinance the cost of the design, permitting, acquisition, construction and equipping of wastewater collection, pumping and treatment facilities, potable water production, treatment, storage and distribution facilities, reclaimed water disinfection, transmission and distribution facilities, and administrative and service facilities, all related to a new utility system to provide services to "301 Villages" generally located south of Interstate 10 and west of U.S. 301 in western Duval County, Florida (the "Project"); (B) fund capitalized interest on the Bonds; (C) fund one or more debt service reserve funds for the Bonds; and (D) pay all or a portion of certain costs associated with the costs of issuance of the Bonds. The Project will be owned and operated by the Borrower. The Borrower is a Florida Public Service Commission regulated water and wastewater utility with exclusive territorial service rights (Certificate Nos. 680-W and 578-S) to provide water, wastewater and reuse utility services to the Project and to a service area of approximately 11,983 contiguous acres in Duval, Nassau and Baker Counties, Florida. A map depicting the service area is available upon request from CaPFA.

The Bonds will be issued by the CaPFA under the authority of the Constitution and laws of the State of Florida, and particularly Ordinance No. 214 enacted on September 23, 1993 by the City of Moore Haven, Florida, as amended from time to time, Chapter 159, Part II, Florida Statutes, as amended, and other applicable provisions of law (collectively, the "Act"), and the proceeds thereof are being loaned to the Borrower pursuant to the Act. The Bonds shall be payable solely from the revenues derived from the Borrower. Such Bonds and the interest thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of the CaPFA, City of Moore Haven, Duval County, Florida, the State of Florida, or any political subdivision or agency thereof. The CaPFA has no taxing power. Issuance of the Bonds is subject to several conditions including satisfactory documentation and receipt of necessary approvals for the financing.

Any persons wishing to express their views on the issuance of the Bonds will be given the opportunity to do so at the public hearing, by accessing the telephone conference as indicated above. Written comments may also be submitted prior to the hearing to the CaPFA at ACS Management & Consulting LLC, 121 S. Orange Avenue, Suite 1500, Orlando, Florida 32801, directed to the Program Administrator. Comments made at the hearing are for the consideration of the party(ies) providing an approval of the issuance of the Bonds and the proceeds of which will be loaned to the Borrower but will not bind the CaPFA or such party(ies) as to any action it may take.

ALL PERSONS FOR OR AGAINST SAID APPROVAL CAN BE HEARD AT SAID TIME AND PLACE. IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE CaPFA OR OTHER PARTIES WITH RESPECT TO SUCH HEARING OR MEETING (S)HE WILL NEED TO ENSURE THAT A VERBATIM RECORD OF SUCH HEARING OR MEETING IS MADE WHICH RECORD INCLUDES THE TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS BASED.

In accordance with the Americans with Disabilities Act, persons needing a special accommodation to participate in this proceeding should contact the CaPFA no later than twenty-four (24) hours prior to the date of the hearing at the address given in this notice or by telephone at (407) 717-9707.
 By order of the CaPFA.

CAPITAL PROJECTS FINANCE AUTHORITY
15341 LON 01/22/2025

LOCALiQ

FLORIDA

PO Box 631244 Cincinnati, OH 45263-1244

AFFIDAVIT OF PUBLICATION

ACS Management & Consulting LL
121 S. Orange Avenue, Suite 1500
Orlando FL 32801

STATE OF WISCONSIN, COUNTY OF BROWN

Before the undersigned authority personally appeared, who on oath says that he or she is the Legal Coordinator of The Florida Times-Union, published in Duval and Clay Counties, Florida; that the attached copy of advertisement, being a Govt Public Notices, was published on the publicly accessible website of Duval and Clay Counties, Florida, or in a newspaper by print in the issues of, on:

01/22/2025

Affiant further says that the website or newspaper complies with all legal requirements for publication in chapter 50, Florida Statutes.

Subscribed and sworn to before me, by the legal clerk, who is personally known to me, on 01/22/2025

Legal Clerk

Keegan Clever

Notary, State of WI, County of Brown

8-25-26

My commission expires

Publication Cost:	\$1158.56	
Tax Amount:	\$0.00	
Payment Cost:	\$1158.56	
Order No:	10951848	# of Copies:
Customer No:	1136946	0
PO #:	LSAR0223820	

THIS IS NOT AN INVOICE!

Please do not use this form for payment remittance.

MARIAH VERHAGEN
Notary Public
State of Wisconsin

CAPITAL PROJECTS FINANCE

AUTHORITY

NOTICE OF PUBLIC HEARING

For purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "IRC"), notice is hereby given that the Capital Projects Finance Authority (the "CoPFA") will hold a public hearing on Thursday, January 30, 2025, at 10:00 a.m. EST as soon thereafter as practicable. In accordance with Internal Revenue Service Revenue Procedure 2022-20, this public hearing will be held by telephone conference. Interested persons are encouraged to attend the telephone conference using the following instructions:

TELEPHONE CONFERENCE INSTRUCTIONS:
TOLL-FREE DIAL IN NUMBER:
1-800-719-6100
PASSCODE: 7584552

The public hearing is being conducted for the purpose of receiving comments and hearing discussion concerning the proposed adoption by the CoPFA of a resolution approving the issuance by the CoPFA of an aggregate principal amount not to exceed \$47,500,000 of its Utility System Revenue Bonds (First Coast Regional Utilities Project), in multiple tranches, series or subseries of tax-exempt and taxable bonds (collectively, the "Bonds") pursuant to a common plan of finance. The proceeds of the Bonds will be loaned by the CoPFA to First Coast Regional Utilities, Inc., a for profit corporation duly organized and existing under the laws of the State of Florida, and its affiliates (collectively, the "Borrower").

The Borrower will use the proceeds of the Bonds for: (A) finance and reimburse the cost of the design, permitting, acquisition, construction and equipping of wastewater collection, pumping and treatment facilities, potable water production, treatment, storage and distribution facilities, reclaimed water disinfection, transmission and distribution facilities, and administrative and service facilities, all related to a new utility system to provide services to "301 Villages" generally located south of Interstate 10 and west of U.S. 301 in western Duval County, Florida (the "Project"); (B) fund capitalized interest on the Bonds; (C) fund one or more debt service reserve funds for the Bonds; and (D) pay all or a portion of certain costs associated with the costs of issuance of the Bonds. The Project will be owned and operated by the Borrower. The Borrower is a Florida Public Service Commission regulated water and wastewater utility with exclusive territorial service rights (Certificate Nos. 680-W and 578-S) to provide water, wastewater and reuse utility services to the Project and to a service area of approximately 11,983 contiguous acres in Duval, Nassau and Baker Counties, Florida. A map depicting the service area is available upon request from CoPFA.

The Bonds will be issued by the CoPFA under the authority of the Constitution and laws of the State of Florida, and particularly Ordinance No. 214 enacted on September 22, 1993 by the City of Moore Haven, Florida, as amended from time to time, Chapter 159, Part II, Florida Statutes, as amended, and other applicable provisions of law (collectively, the "Act"), and the proceeds thereof are being loaned to the Borrower pursuant to the Act. The Bonds shall be payable solely from the revenues derived from the Borrower. Such Bonds and the interest thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of the CoPFA, City of Moore Haven, Duval County, Florida, the State of Florida, or any political subdivision or agency thereof. The CoPFA has no taxing power. Issuance of the Bonds is subject to several conditions including satisfactory documentation and receipt of necessary approvals for the financing.

Any persons wishing to express their views on the issuance of the Bonds will be given the opportunity to do so at the public hearing, by accessing the telephone conference as indicated above. Written comments may also be submitted prior to the hearing to the CoPFA at ACS Management & Consulting LLC, 121 S. Orange Avenue, Suite 1500, Orlando, Florida 32801, directed to the Program Administrator. Comments made at the hearing are for the consideration of the party(ies) providing an approval of the issuance of the Bonds and the proceeds of which will be loaned to the Borrower but will not bind the CoPFA or such party(ies) as to any action it may take.

ALL PERSONS FOR OR AGAINST SAID APPROVAL CAN BE HEARD AT SAID TIME AND PLACE IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE CoPFA OR OTHER PARTIES WITH RESPECT TO SUCH HEARING OR MEETING. (S)HE WILL NEED TO ENSURE THAT A VERBATIM RECORD OF SUCH HEARING OR MEETING IS MADE WHICH RECORD INCLUDES THE TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS BASED.

In accordance with the Americans with Disabilities Act, persons needing a special accommodation to participate in this proceeding should contact the CoPFA no later than twenty-four (24) hours prior to the date of the hearing at the address given in this notice or by telephone at (407) 717-9707.

By order of the CoPFA,
CAPITAL PROJECTS
FINANCE AUTHORITY
January 22 2025
LSAR0223620

**Capital Projects Finance Authority
First Coast Regional Utilities Project
Extract Report of TEFRA Public Hearing**

EXTRACT of the TEFRA Public Hearing held on Thursday, January 30, 2025, at 10:01AM regarding the proposed issuance by Capital Projects Finance Authority of an aggregate principal amount not to exceed \$47,500,000 of its Utility System Revenue Bonds (First Coast Regional Utilities Project), in multiple tranches, series or subseries of tax-exempt and taxable bonds (collectively, the "Bonds") pursuant to a common plan of finance.

The proceeds of the Bonds will be loaned by CaPFA to First Coast Regional Utilities, Inc., a for profit corporation duly organized and existing under the laws of the State of Florida, and its affiliates (collectively, the "Borrower"). The Borrower will use the proceeds of the Bonds to: (A) finance and refinance the cost of the design, permitting, acquisition, construction and equipping of wastewater collection, pumping and treatment facilities, potable water production, treatment, storage and distribution facilities, reclaimed water disinfection, transmission and distribution facilities, and administrative and service facilities, all related to a new utility system to provide services to "301 Villages" generally located south of Interstate 10 and west of U.S. 301 in western Duval County, Florida (the "Project"); (B) fund capitalized interest on the Bonds; (C) fund one or more debt service reserve funds for the Bonds; and (D) pay all or a portion of certain costs associated with the costs of issuance of the Bonds. The Project will be owned and operated by the Borrower. The Borrower is a Florida Public Service Commission regulated water and wastewater utility with exclusive territorial service rights (Certificate Nos. 680-W and 578-S) to provide water, wastewater and reuse utility services to the Project and to a service area of approximately 11,983 contiguous acres in Duval, Nassau and Baker Counties, Florida. A map depicting the service area is available upon request from CaPFA.

Present on behalf of the CaPFA was Angela Singleton, Hearing Officer and Program Administrator. In addition, the following proponents of the Project were in attendance:

- Robert Kennelly, First Coast Regional Utilities
- William Sundstrom, Sundstrom & Mindlin, LLP
- Chris Traber, Nabors Giblin & Nickerson, P.A.

Ms. Singleton announced that the public hearing was being held in accordance with the requirements of Internal Revenue Code Section 147(f) and I.R.S. Revenue Procedures 2022-20.

No objection to the Project was made by any person either at the hearing via telephone or by written communication prior to the hearing.

EXHIBIT C

INDEMNIFICATION CERTIFICATE

The undersigned President of First Coast Regional Utilities, Inc. (the "Borrower") certifies that I am authorized to execute and deliver this Indemnification Certificate and further represents the following (capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the resolution adopted by the Council (the "Council") of the City of Jacksonville, Florida (the "City") regarding the hereinafter defined Bonds (the "City Resolution")):

- (1) At the request of the Borrower, the Capital Projects Finance Authority (the "Authority") proposes to issue a principal amount not exceeding \$47,500,000 of its Utility System Revenue Bonds (First Coast Regional Utilities Project) in one or more series or subseries of tax-exempt or taxable bonds (the "Bonds"), in an aggregate principal amount not to exceed \$47,500,000 to (A) finance and refinance the cost of the design, permitting, acquisition, construction and equipping of wastewater collection, pumping and treatment facilities, potable water production, treatment, storage and distribution facilities, reclaimed water disinfection, transmission and distribution facilities, and administrative and service facilities, all related to a new utility system to provide services to "301 Villages" generally located south of Interstate 10 and west of U.S. 301 in western Duval County, Florida (the "Project"); (B) fund capitalized interest on the Bonds; (C) fund one or more debt service reserve funds for the Bonds; and (D) pay all or a portion of certain costs associated with the costs of issuance of the Bonds;
- (2) The issuance of the Bonds to finance the Project: (i) is appropriate to the needs and circumstances of, and will make contributions to, the economic growth of the County, (ii) will provide or preserve gainful employment, (iii) will provide needed utility system improvements and promote commerce within the State, and (iv) will serve a public purpose by advancing the economic prosperity and the general welfare of the State and its people by providing for utility facilities within the meaning of Chapter 159, Part II, and Chapter 166, Florida Statutes;
- (3) The City should be able to cope satisfactorily with the impact of the acquisition and refinancing of the Project by the Borrower and will be able to provide, or cause to be provided or acquired when needed, the public facilities and public services, that will be necessary for the operation, repair, and maintenance of the Project and on account of any increases in population or other circumstances resulting therefrom;
- (4) In order to finance the costs of the Project from the proceeds of the Bonds on a tax-exempt basis, it is necessary to hold a public hearing and approve the issuance of the Bonds for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended (the

"Code"), and Section 163.01, Florida Statutes, as amended (the "Interlocal Act"), and to enter into an interlocal agreement (the "Interlocal Agreement") pursuant to the terms of the Interlocal Act; and

- (5) The City desires indemnification from the Borrower as a material inducement to the Council granting the foregoing approval and entering into the Interlocal Agreement.

NOW THEREFORE, THE UNDERSIGNED, ON BEHALF OF THE BORROWER, DOES HEREBY: Agree to defend the City and its officials, employees, attorneys, professionals and agents and the members of the Council, and hold the City and its officials, employees, attorneys, professionals and agents and the members of the Council, harmless against any and all claims, losses, liabilities or damages to property or any injury or death of any person or persons occurring in connection with the issuance of the Bonds, the entering into of the Interlocal Agreement or the acquisition or operation of the Project by or on behalf of the Borrower, including in the case of any and all negligence of such indemnitee, or in any way growing out of or resulting from the Project or from the issuance, sale or delivery of the Bonds, including, but not limited to, liabilities or costs arising under the Code, the Securities Act of 1933, the Securities Exchange Act of 1934 or any applicable securities law of the State, including, without limitation, all costs and expenses of the City, including reasonable attorneys' fees, incurred in connection therewith.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Borrower has executed this Indemnification Certificate this 28th day of FEBRUARY 2025.

FIRST COAST REGIONAL UTILITIES, INC., a
Florida corporation

By: Robert C Kenneally
Name: ROBERT C KENNEALLY
Its: President

[Signature Page | Indemnification Certificate of the Borrower]

INTERLOCAL AGREEMENT

THIS INTERLOCAL AGREEMENT is made and entered into as of _____, 2025 by and between the **CAPITAL PROJECTS FINANCE AUTHORITY**, a public body corporate and politic organized and existing under the laws of the State of Florida located at 299 Riverside Drive, Moore Haven, Florida 33471 (hereinafter referred to as the "Sponsor"), and the **CITY OF JACKSONVILLE, FLORIDA**, a consolidated municipal and county political subdivision existing under the laws of the State of Florida (hereinafter referred to as the "Public Agency").

WITNESSETH:

In consideration of the mutual benefits and obligations assumed herein, the undersigned hereby agree as follows:

Section 1. Findings. The Sponsor hereby finds, determines and declares as follows:

A. The Sponsor has represented to the Public Agency that, pursuant to all of the privileges, benefits, powers and terms of Ordinance No. 214 of the Sponsor, as amended (the "Ordinance"), Section 163.01, et seq, Florida Statutes, as amended, Chapter 166, Florida Statutes, as amended, Chapter 159, Florida Statutes, as amended, together with all of the home rule powers granted by the Constitution and laws of the State of Florida, and all other applicable provisions of law (the "Act"), the Sponsor was created within the State of Florida and is authorized to issue revenue bonds or other obligations under the Act to assist in financing the cost of the acquisition, construction, rehabilitation, improvement and equipping of Qualifying Projects under the Ordinance (the "Program Projects").

B. Pursuant to Chapters 159 and 166, Florida Statutes, as amended (the "Local Law"), the Public Agency is authorized to assist in financing or refinancing the acquisition, construction, rehabilitation, improvement and equipping of projects which are permitted under the Local Law.

C. The Sponsor represents that it has established its Capital Projects Loan Program (the "Program") and has provided for the issuance of the Sponsor's Bonds (as defined herein) which provide funds for First Coast Regional Utilities, Inc., a Florida corporation (the Borrower) to: (A) finance and refinance the cost of the design, permitting, acquisition, construction and equipping of wastewater collection, pumping and treatment facilities, potable water production, treatment, storage and distribution facilities, reclaimed water disinfection, transmission and distribution facilities, and administrative and service facilities, all related to a new utility system to provide services to "301 Villages" generally located south of Interstate 10 and west of U.S. 301 in western Duval County, Florida (the "Project"); (B) fund capitalized interest on the Bonds; (C) fund one or more debt service reserve funds for the Bonds; and (D) pay all or a portion of certain costs associated with the costs of issuance of the Bonds pursuant to this Interlocal Agreement.

D. By sharing of powers of the Sponsor and the Public Agency, the benefits of lower interest rates and economies of scale associated with a large scale financing may be obtained and passed through to Borrower, for the benefit of the Public Agency and Project located within its jurisdiction.

E. Prior to its effectiveness, this Interlocal Agreement and subsequent amendments hereto shall be filed by the Sponsor with the clerk of court of the circuit within which the Sponsor is located and within which the Public Agency is located.

F. The Sponsor has determined that within the Public Agency there is a demand for the acquisition, construction, rehabilitation, improvement and equipping of the Project, and there is a shortage of readily available capital for investment in such Project. The Sponsor has determined that this shortage constitutes a threat to the health, safety, morals, and welfare of the residents of the Public Agency, deprives the Public Agency of an adequate tax base, and causes the Public Agency to make excessive expenditures for crime prevention and control, public health, welfare and safety, fire and accident protection, and other public services and facilities.

G. The Sponsor has determined such demand cannot be met and such shortage cannot be relieved except through the encouragement of investment by both public and private enterprise and by the stimulation of the acquisition, construction, rehabilitation, improvement and equipping of Projects such as the Project through the use of public financing.

H. The Sponsor has determined that financing and refinancing of the acquisition, construction, rehabilitation, improvement and equipping of the Project and of the real and personal property and other facilities necessary, incidental and appurtenant thereto are public uses and purposes for which public money may be spent, advanced, loaned or granted and are municipal and governmental functions of public concern.

I. The Borrower desires to borrow monies from the Sponsor's Program to finance or refinance the Project.

J. The Ordinance authorizes this Interlocal Agreement and confers upon the Sponsor the authority to loan such funds from the Program to the Borrower to finance or refinance the Project, which is located within the territory and jurisdiction of the Public Agency.

K. It is the intent of the Sponsor to provide an additional method of financing for the Project within the Area of Operation (as defined herein) of the Public Agency through the exercise of the joint powers of the Public Agency and the Sponsor in the manner set forth herein.

L. Neither the Public Agency nor any related person to such Public Agency will, pursuant to any arrangement, formal or informal, purchase any Bonds.

M. The Sponsor has determined that (i) the Project will be operated by the Borrower as sewer system improvements including collection, pumping and treatment facilities, reclaimed water disinfection, transmission and distribution facilities, waterworks system improvements including potable water production, treatment, storage and distribution facilities, and administrative and service facilities, constituting sewer system, waterworks facilities and pollution control facilities under the Act and constitutes a "project" within the meaning of the Act, (ii) the Borrower will own and operate the Project, (iii) the Borrower is financially responsible and fully capable and willing to fulfill its obligations under the applicable loan agreement, including the obligations to make payments in the amounts and at the times required, to operate, repair, and maintain at its own expense the Project, and to serve the purposes of Chapters 159 and 166, Florida Statutes and such other responsibilities as may be imposed under the financing agreement, (iv) the

Public Agency will be able to cope satisfactorily with the impact of the Project and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that will be necessary for the construction, operation, repair, and maintenance of the Projects and on account of any increases in population or other circumstances resulting therefrom, and (v) adequate provision will be made in the financing agreements for the operation, repair, and maintenance of the Project at the expense of the Borrower and for the payment of principal of and interest on the Bonds.

N. The provisions of this Interlocal Agreement are found and declared to be necessary and in the public interest as a matter of legislative determination by the Public Agency and Sponsor.

Section 2. Definitions. As used in this Interlocal Agreement, the following words and terms shall have the following meanings, unless some other meaning is plainly intended:

"Area of Operation" shall mean the area within the jurisdiction of the Sponsor, and any area outside the jurisdiction of the Sponsor if the governing body of the public agency within which such outside area is located approves thereof pursuant to interlocal agreement.

"Bonds" shall mean the bonds, notes, debentures, certificates or other evidences of indebtedness issued by the Sponsor in multiple tranches, series or subseries of tax-exempt and taxable bonds under the provisions of the Ordinance, or under any part of the Ordinance, as supplemented by the provisions of any other ordinance or resolution or by general or special law, for purposes of financing or refinancing the Project.

"Resolution" means the Resolution of the Council of the City of Jacksonville, Florida authorizing the execution of this Interlocal Agreement.

Section 3. Authorization to the Sponsor. The Public Agency hereby authorizes the Sponsor to provide a loan or loans from the Program to the Borrower in an amount not to exceed \$47,500,000 for the purpose of financing or refinancing the acquisition, construction, rehabilitation, improvement and equipping of the portion of the Project in the Area of Operation. All proceeds of any of the Bonds of the Sponsor will be administered by the Sponsor or its agents (as set forth in Section 6 below) and all payments due from such revenues shall be paid by the Sponsor or its agents without further action by the Public Agency. The Sponsor shall with respect to the issuance of the Bonds to finance the Project have all power and authority of the Public Agency to do all things necessary or convenient to the implementation of the Program for the Borrower within the Area of Operation of the Public Agency, to the same extent as if the Public Agency were issuing its own obligations for such purposes. It is the intent of this Interlocal Agreement that the Sponsor be vested, to the maximum extent permitted by law, with all powers which the Public Agency might exercise with respect to the loan or loans to the Borrower from the Program to finance or refinance the Project. All such actions shall be taken in the name of and be the special limited financial obligations of the Sponsor.

Section 4. Term. This Interlocal Agreement will remain in full force and effect from the date of its execution until such time as it is terminated by any party upon ten days written notice to the other party hereto; provided, however, the undersigned hereby agree that this Interlocal

Agreement may not be terminated by the Public Agency or by any party during any period that the Bonds issued to finance the Project, or during any period in which the proceeds of such Bonds are still in the possession of the Sponsor or its agents pending distribution, unless the parties to this Interlocal Agreement mutually agree in writing to the terms of such termination. It is further agreed that in the event of termination the parties to this Interlocal Agreement will provide continuing cooperation to each other in fulfilling the obligations associated with the Program. Nothing herein shall be deemed in any way to limit or restrict the Public Agency from issuing its own obligations, providing its own program or participating in any other program for financing any other project which the Public Agency may choose to finance.

Section 5. Filing of this Interlocal Agreement. It is agreed that this Interlocal Agreement shall be filed by the Sponsor, or its authorized agent or representative in accordance with Section 1(F) hereof.

Section 6. No Financial Obligation. Nothing herein shall be deemed in any way to create any financial obligation of the Public Agency. Neither the provisions, covenants or agreements contained herein and any obligations imposed upon the Public Agency hereunder, nor the Bonds issued pursuant to this Interlocal Agreement, shall constitute an indebtedness or liability of the Public Agency. The Bonds when issued, and the interest thereon, shall be limited and special obligations of the Sponsor payable solely from certain revenues and other amounts pledged thereto by the terms thereof.

No covenant or agreement contained herein shall be deemed to be a covenant or agreement of any member, officer, agent or employee of the Public Agency in his or her individual capacity and no member, officer, agent or employee of the Public Agency shall be liable personally on this Interlocal Agreement or be subject to any personal liability or accountability by reason of the execution of this Interlocal Agreement.

The Public Agency shall not be liable for the costs of issuing the Bonds or the costs incurred by either of them in connection with the preparation, review, execution or approval of this Interlocal Agreement or any documentation or opinions required to be delivered in connection therewith by Public Agency or counsel to either. The Borrower agrees to pay the fees of the Public Agency pursuant to its fee schedule and those of its counsel (including, those of its bond counsel) in accordance with Section 1, the payment of such fees shall be a condition precedent to the effectiveness of this Interlocal Agreement.

The indemnification provisions and provisions providing no liability set forth in the Resolution shall apply in like manner to this Interlocal Agreement, as if fully set forth herein. The Borrower, by its approval and acknowledgment at the end of this Interlocal Agreement, agrees to indemnify and hold harmless the Public Agency, its respective officers, employees and agents, from and against any and all losses, claims, damages, liabilities or expenses, of every conceivable kind, character and nature whatsoever, including, but not limited to, losses, claims, damages, liabilities or expenses (including reasonable fees and expenses of attorneys, accountants, consultants and other experts), arising out of, resulting from, or in any way connected with this Interlocal Agreement or the issuance of the Bonds. The indemnification obligations of the Borrower shall survive termination of this Interlocal Agreement.

Section 7. Severability of Invalid Provisions. If any one or more of the covenants, agreements or provisions herein contained shall be held contrary to any express provisions of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements or provisions and shall in no way affect the validity of any of the other provisions hereof.

Section 8. Counterpart Signatures. This Interlocal Agreement may be executed in several counterparts, each of which shall be deemed an original hereof.

Section 9. Effective Date. This Interlocal Agreement shall be effective upon execution hereof by the Sponsor and Public Agency and upon filing in accordance with Section 5 hereof.

[Remainder of page left blank intentionally; signatures on following page]

IN WITNESS WHEREOF, the parties to this Interlocal Agreement have caused their names to be affixed by the proper officers thereof as of the date first above written.

**CAPITAL PROJECTS FINANCE
AUTHORITY**
Sponsor

(SEAL)

By:

Title: Marcus Decker, Chairman

Attest:

By: _____
Title: Ashley Wills, Secretary

CITY OF JACKSONVILLE

(SEAL)

By: _____
Donna Deegan, Mayor

ATTEST:

By: _____
James R. McCain, Jr.
Corporation Secretary

Form Approved:

Office of General Counsel

GC-#1674427-v7-Interlocal_Agreement_(First_Coast)_-_Capital_Projects_Finance_Authority.DOCX

APPROVAL AND ACKNOWLEDGMENT OF THE BORROWER

First Coast Regional Utilities, Inc., a Florida corporation hereby approves this Interlocal Agreement and acknowledges its acceptance of its obligations arising thereunder, including, without limitation, its obligations under Section 6 hereof, by causing this Approval and Acknowledgment to be executed by its proper officer and attested by its proper officer all as of the date of said Interlocal Agreement.

First Coast Regional Utilities, Inc., a
Florida corporation

Name: _____
Title: President